

**ACTION BY WRITTEN CONSENT
OF THE SOLE MEMBER AND MANAGER OF
FIRST STATES REALTY CORP., LLC**

September 16, 2024

The undersigned, the sole member (the "**Member**") and the manager (the "**Manager**") of **FIRST STATES REALTY CORP., LLC**, a Pennsylvania limited liability corporation (the "**Company**"), each acting by written consent, do hereby consent and agree to the adoption of the resolutions set forth below taking or authorizing the actions specified therein with the same force and effect as if such resolutions were approved and adopted at a duly constituted meeting of the members of the Company and consented to in writing by the Manager.

WHEREAS, the Member and the Manager have determined that while the Company is balance sheet solvent, the Company is currently illiquid and unable to meet its obligations as they become due in the usual course of business;

WHEREAS, various creditors have threatened to prosecute their claims against the Company; and

WHEREAS, the Member and the Manager have determined that it would be in the best interests of the Company for the Company to file a voluntary petition under chapter 11 Title 11 of the United States Code (the "**Bankruptcy Code**").

NOW THEREFORE, LET IT BE RESOLVED, that the Company file as soon as practicable a Chapter 11 bankruptcy petition in accordance with the Bankruptcy Code.

RESOLVED FURTHER, that Richard J. Sabella, (the "**Authorized Person**"), hereby is, authorized, empowered and directed to execute, deliver and file the voluntary petition of Company, under chapter 11 of title 11 of the United States Code in the name of and on behalf of the Company.

RESOLVED FURTHER, that the Company shall employ, subject to any requisite bankruptcy court approval, the law firm of Gellert Seitz Busenkell and Brown, LLC as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Person is hereby authorized and directed to cause to be filed an appropriate application for authority to retain the services of Gellert Seitz Busenkell & Brown, LLC;

RESOLVED FURTHER, that the Company shall employ, subject to any requisite bankruptcy court approval, such other professionals and persons as the Authorized Person determines are necessary in order to conduct the Chapter 11 Case while subject to the jurisdiction of the Bankruptcy Court;

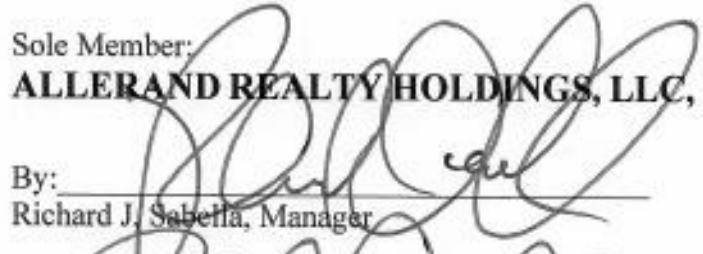
RESOLVED FURTHER, that the Authorized Person is hereby authorized, empowered and directed to execute and deliver any other instrument, certificate, document or other agreement to be delivered in connection with the proceedings taking place in the Chapter 11 Case.

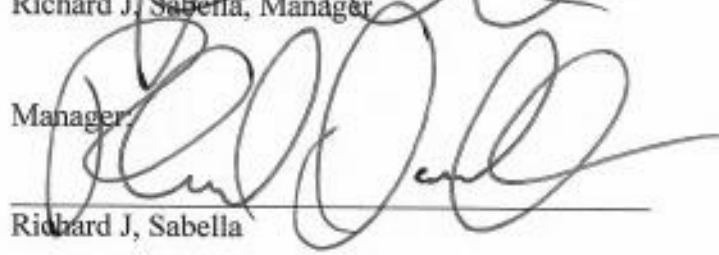
RESOLVED FURTHER, that the execution by the Authorized Person of any document authorized by the foregoing resolutions, or any document executed by the Authorized Person in the accomplishment of any action or actions so authorized, is the enforceable and binding act and obligation of the Company.

This Action by Written Consent of the Sole Member and the Manager may be delivered via facsimile or electronic mail with the intention that it shall have the same force and effect as the original executed counterpart thereof.

IN WITNESS WHEREOF, the undersigned have duly executed this Action by Written Consent of the Sole Member and Manager as of the date first above written.

Sole Member:
ALLERAND REALTY HOLDINGS, LLC,

By: 
Richard J. Sabella, Manager

Manager:

Richard J. Sabella